

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE AMTRUST FINANCIAL SERVICES,  
INC. SECURITIES LITIGATION

C.A. No. 1:17-cv-01545-(LAK)

**DECLARATION OF LAWRENCE J. ZWEIFACH**

I, Lawrence J. Zweifach, hereby declare as follows:

I am a member of the bar of this Court and a partner at the law firm of Gibson, Dunn & Crutcher LLP, counsel to Defendants: (a) AmTrust Financial Services, Inc. (“AmTrust”); (b) Barry D. Zyskind and Ronald E. Pipoly, Jr. (collectively, the “Officer Defendants”); and (c) Donald T. DeCarlo, Susan C. Fisch, Abraham Gulkowitz, George Karfunkel, and Jay J. Miller (collectively, the “Director Defendants,” and collectively with AmTrust and the Officer Defendants, “Defendants”). I submit this declaration in support of AmTrust’s, the Officer Defendants’, and the Director Defendants’ Motion to Dismiss.

1. Attached hereto as Exhibit 1 is an excerpted copy of AmTrust Financial Services, Inc.’s Form 10-K for the fiscal year ending December 31, 2013. The full document is available at

<https://www.sec.gov/Archives/edgar/data/1365555/000136555514000049/afsi1231201310k.htm>.

2. Attached hereto as Exhibit 2 is an excerpted copy of AmTrust Financial Services, Inc.’s Form 10-K for the fiscal year ending December 31, 2014. The full document is available at

<https://www.sec.gov/Archives/edgar/data/1365555/000136555515000048/afsi1231201410k.htm>.

3. Attached hereto as Exhibit 3 is an excerpted copy of AmTrust Financial Services, Inc.'s Form 10-K for the fiscal year ending December 31, 2015. The full document is available at

<https://www.sec.gov/Archives/edgar/data/1365555/000136555516000222/afsi1231201510k.htm>.

4. Attached hereto as Exhibit 4 is an excerpted copy of AmTrust Financial Services, Inc.'s Form 10-K for the fiscal year ending December 31, 2016, also called the "Restatement." The full document is available at

<https://www.sec.gov/Archives/edgar/data/1365555/000136555517000059/afsi1231201610k-2016annual.htm>.

5. Attached hereto as Exhibit 5 are true and correct copies of 22 SEC Comment letters sent from Jim B. Rosenberg, Senior Assistant Chief Accountant for the United States Securities and Exchange Commission, to Ronald E. Pipoly, and ranging in date from September 24, 2010 to February 17, 2017. These documents are available at <http://www.sec.gov/>.

6. Attached hereto as Exhibit 6 is an excerpted copy of AmTrust Financial Services, Inc.'s Schedule 14A dated May 18, 2017. The full document is available at

<https://www.sec.gov/Archives/edgar/data/1365555/000119312517119262/d199058ddef14a.htm>.

7. Attached hereto as Exhibit 7 are true and correct copies of Form Ds filed by FrontPoint Brookville Credit Opportunities, L.P. with the SEC dated March 11, 2009 and March 4, 2010. These documents are available at <http://www.sec.gov/>.

8. Attached hereto as Exhibit 8 is true and correct copy of AmTrust Financial Services, Inc.'s Form 8-K dated August 20, 2010. This document is available at

[https://www.sec.gov/Archives/edgar/data/1365555/000114420410046705/v195190\\_8k.htm](https://www.sec.gov/Archives/edgar/data/1365555/000114420410046705/v195190_8k.htm).

9. Attached hereto as Exhibit 9 is a true and correct copy of AmTrust Financial Services, Inc.'s Form 8-K dated September 12, 2014. This document is available at <https://www.sec.gov/Archives/edgar/data/1365555/000119312514340377/d787472d8k.htm>.

10. Attached hereto as Exhibit 10 is a true and correct copy of AmTrust Financial Services, Inc.'s Form 8-K dated April 1, 2016. This document is available at <https://www.sec.gov/Archives/edgar/data/1365555/000136555516000250/form8k4116.htm>.

11. Attached hereto as Exhibit 11 is a true and correct copy of AmTrust Financial Services, Inc.'s Form 8-K dated February 27, 2017. This document is available at <https://www.sec.gov/Archives/edgar/data/1365555/000136555517000021/afsiq412312016er8-k.htm>.

12. Attached hereto as Exhibit 12 is a true and correct copy of AmTrust Financial Services, Inc.'s Form 8-K dated March 14, 2017. This document is available at <https://www.sec.gov/Archives/edgar/data/1365555/000136555517000051/amtrustform8-kedgarcopy.htm>.

13. Attached hereto as Exhibit 13 is an excerpted copy of AmTrust Financial Services, Inc.'s 2016 Q2 Form 10-Q dated August 9, 2016. The full document is available at <https://www.sec.gov/Archives/edgar/data/1365555/000136555516000323/afsi630201610q.htm>.

14. Attached hereto as Exhibit 14 is a true and correct copy of Warrantech Corporation's Form 15-12G filed with the SEC dated January 31, 2007. This document is available at

[https://www.sec.gov/Archives/edgar/data/735571/000101905607000089/warrantech\\_15.txt](https://www.sec.gov/Archives/edgar/data/735571/000101905607000089/warrantech_15.txt).

15. Attached hereto as Exhibit 15 is an excerpted copy of Warrantech Corporation's Form 10-K for the fiscal year ending March 31, 2003. The full document is available at <https://www.sec.gov/Archives/edgar/data/735571/000114420403003271/doc1.txt>.

16. Attached hereto as Exhibit 16 is an excerpted copy of Warrantech Corporation's Form 10-K for the fiscal year ending March 31, 2006. The full document is available at [https://www.sec.gov/Archives/edgar/data/735571/000101905606000718/warran\\_10k06.txt](https://www.sec.gov/Archives/edgar/data/735571/000101905606000718/warran_10k06.txt).

17. Attached hereto as Exhibit 17 is a true and correct copy of a chart summarizing transactions in stock of AmTrust Financial Services, Inc. by Ronald E. Pipoly, Jr. and true and correct copies of the underlying Statements of Changes in Beneficial Ownership filed with the SEC on Form 4 ranging in date from November 18, 2013 to March 6, 2017. The Statements of Changes in Beneficial Ownership filed with the SEC on Form 4 are available at <http://www.sec.gov/>.

18. Attached hereto as Exhibit 18 is a true and correct copy of a chart summarizing transactions in stock of AmTrust Financial Services, Inc. by Donald T. DeCarlo, and true and correct copies of the underlying Statements of Changes in Beneficial Ownership filed with the SEC on Form 4 ranging in date from December 13, 2013 to March 6, 2017. The Statements of Changes in Beneficial Ownership filed with the SEC on Form 4 are available at <http://www.sec.gov/>.

19. Attached hereto as Exhibit 19 is a true and correct copy of the transcript of AmTrust Financial Services, Inc.'s Q4 2016 Earnings Call, which took place on February 27, 2017. This earnings call was incorporated into the Consolidated Second Amended Complaint For Violations of the Federal Securities Laws (Dkt. 133-1) (the "SAC") by reference at paragraphs 74 and 472.

20. Attached hereto as Exhibit 20 is a true and correct copy of an article titled “AmTrust Financial Services: A House of Cards?,” published by *GeoInvesting*, dated December 12, 2013. This article was incorporated into the SAC by reference at, *inter alia*, paragraphs 269-271.

21. Attached hereto as Exhibit 21 is a true and correct copy of an article titled “An Insurer’s Feat: Turning Losses Into Gains,” written by Bill Alpert, and published by *Barron’s* on February 8, 2014. This article was incorporated into the SAC by reference at, *inter alia*, paragraphs 273-276.

22. Attached hereto as Exhibit 22 is a true and correct copy of an article titled “Balance-Sheet Risk Makes AmTrust Shares Vulnerable,” written by Bill Alpert, and published by *Barron’s* on May 31, 2014. This article was incorporated into the SAC by reference at, *inter alia*, paragraphs 278-281.

23. Attached hereto as Exhibit 23 is a true and correct copy of an article titled “Is AmTrust Stock Worth the Premium?,” written by Bill Alpert, and published by *Barron’s* on April 23, 2016. This article was incorporated into the SAC by reference at, *inter alia*, paragraphs 302-303.

24. Attached hereto as Exhibit 24 is a true and correct copy of a Letter from Alistair Capital Management, LLC to Audit Committee of Board of Directors of AmTrust Financial Services, Inc. dated December 18, 2014. This letter was incorporated into the SAC by reference at, *inter alia*, paragraphs 292-297.

25. Attached hereto as Exhibit 25 is a true and correct copy of an article titled “Secret Recordings Play Role in SEC Probe of Insurer AmTrust,” written by Mark Maremont et al., and

published by the *Wall Street Journal* on April 11, 2017. This article was incorporated into the SAC by reference at, *inter alia*, paragraphs 310-311.

26. Attached hereto as Exhibit 26 is a true and correct copy of the transcript of AmTrust Financial Services, Inc.'s Q3 2014 Earnings Call, which took place on November 4, 2014. This earnings call was incorporated into the SAC by reference at paragraphs 387 and 388.

27. Attached hereto as Exhibit 27 is an excerpted copy of AmTrust Financial Services, Inc.'s Form 8-K dated May 25, 2017. The full document is available at <https://www.sec.gov/Archives/edgar/data/1365555/000119312517183911/d383052d8k.htm>.

28. Attached hereto as Exhibit 28 is a true and correct copy of the Consolidated Second Amended Complaint For Violations of the Federal Securities Laws, filed by Plaintiffs in this action, 17-cv-01545, on October 30, 2018.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 5, 2015

By: /s/ Lawrence J. Zweifach  
Lawrence J. Zweifach